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JUL 23 2012

COMMISSIONERS COURT MONDAY, JULY 23, 2012

OPEN

COUNTY JUDGE

CONSIDER AND APPROVE THE MONTGOMERY COUNTY HISTORICAL COMMISSION'S BYLAWS.

CONSIDER AND APPROVE NEW MEMBERS TO THE MONTGOMERY COUNTY HISTORICAL COMMISSION:

1. BRENDA BEAVEN
2. KAREN "CANDY" LUCAS
3. DAVID FRAME
4. DAVID "JAY" HRIVNATZ

Stafford, Lori

From: Golemon, Doris
Sent: Thursday, July 12, 2012 9:28 AM
To: Stafford, Lori
Cc: Werner, Patti
Subject: FW: Membership roster of Montgomery County Historical Commission and ByLaws
Attachments: MEMBERS OF COMMISSION.docx; ByLaws.doc

Lori,
Please see email below and place on the next agenda.
Thank you.
doris

Doris M. Golemon
Chief of Staff
Montgomery County Judge,
Alan B. Sadler

From: Larry Foerster [<mailto:foerster@dfcdlp.com>]
Sent: Wednesday, July 11, 2012 5:13 PM
To: Golemon, Doris
Cc: Werner, Patti; Walker, David; phylis.martin@mctx.org; Rainey, Phyllis; 'Amy Hammons'
Subject: Membership roster of Montgomery County Historical Commission and ByLaws

For your information, I am attaching a copy of the revised Membership Roster of the Montgomery County Historical Commission and the Commission ByLaws which have been approved by our Commission at our meeting on June 18. At that meeting the Commission approved the proposed Commission Budget which I have previously submitted to the offices of County Judge and County Auditor.

Doris, please put on the next Commissioners Court agenda the approval of the ByLaws (which track almost verbatim the form ByLaws of the Texas Historical Commission) and the approval of 4 new members who have been approved by our Commission:

- **Brenda Beaven from Montgomery:** a retired 7th grade Texas history teacher who is on the boards of the Montgomery Historical Society; the Nathaniel Davis Museum; and the Montgomery Fernland Park, Inc. She is also president and co-founder of the Lone Star Honor Flight.
- **Karen "Candy" Lucas from Montgomery:** a history researcher and the author of several articles on the old town of Danville who is developing a plat of the old ghost town. She is a descendant of original Danville settlers.
- **David Frame from Spring:** has extensive experience in abstracting old titles in Montgomery County and has worked with Candy Lucas on her research of Danville properties. David is a descendant of Montgomery and Danville settlers.
- **David "Jay" Hrivnatz of Willis:** an architect with a masters degree working for a Houston architectural firm specializing in building design and construction, with his special experience

in historic resource surveys for the preservation of historic sites and buildings. Jay lives on Bridges Browder property as he is a direct relative of the Browder family.

Larry L. Foerster

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For more information, please see our lawfirm website at www.dfcllp.com.

*****ATTENTION PUBLIC OFFICIALS*****

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Montgomery County Historical Commission Bylaws

ARTICLE I

These bylaws constitute the code of rules adopted by Montgomery County Historical Commission for the regulation and management of its affairs.

ARTICLE II

Purpose

The Commission is organized for the following purposes:

1. initiating and conducting programs suggested by the Commissioners Court of Montgomery County and the Texas Historical Commission for the preservation of the county's historic cultural resources in compliance with state laws pertaining to historical preservation in Texas;
2. identifying historic resources within the county;
3. creating countywide awareness and appreciation of historic preservation and its benefits and uses; and
4. planning for the preservation of the county's historic and cultural resources.

ARTICLE III

Members of the Commission

(1) Qualifications

Seven members of the Commission must be residents of Montgomery County and must broadly reflect the age, ethnic, and geographic diversity of the county. Each Member must have an interest in historic preservation and an understanding of local history and resources. Membership shall not be denied to any person on the basis of race, creed, sex, religion, or national origin.

(2) Number of Members

The Commission will consist of at least seven Members. Upon majority resolution of the Commission, the number of Members may be increased or decreased from time to time, but in no event shall a decrease have the effect of shortening the term of an incumbent Member, or decreasing the total number of Members to less than seven Members.

(3) Term of Members

The term of office for Members of the Commission will be two years. There are no term limits and, therefore, Members may serve any number of consecutive terms.

- (4) Appointment of Members**
Appointments to the Commission shall be during the month of January of odd-numbered years. If the Commissioners Court fails to appoint a Commission by April 1 of each odd-numbered year, the Texas Historical Commission may appoint the Commission after 30 days' written notice to the Commissioner's Court.
- (5) Reappointment of Members**
Members desiring reappointment must attend at least three Commission meetings per year and actively work on a committee, task force or project.
- (6) Resignation**
Any Member may resign at any time by delivering written notice to the Secretary or Chairperson of the Commission. Such resignation shall take effect upon receipt or, if later, at the time specified in the notice.
- (7) Removal**
Any Member may be removed without cause, at any time, by a majority of the entire Commission, at a Regular or Special Meeting called for that purpose. Any Member under consideration of removal must first be notified about the consideration by written notice at least five days prior to the meeting at which the vote takes place.
- (8) Vacancies**
The Commissioners Court may fill a vacancy on the Commission for the remainder of the unexpired term. Vacancies shall be filled as soon as practical.
- (9) Compensation**
Members shall not receive any salaries or other compensation for their services, but, by resolution of the Commission, may be reimbursed for any actual expenses incurred in the performance of their duties for the Commission, as long as a majority of disinterested Members approve the reimbursement.
- (10) Ex-Officio Status**
This type of membership shall consist of partners with an interest or impact in the preservation of Montgomery County. Ex-Officio members shall include the County Judge, County Commissioners, the director of the Heritage Museum of Montgomery County, or any other organization that should be a partner of the County Historical Commission (examples: Main Street Managers, Main Street Board Members, Certified Local Government Coordinator, Chamber of Commerce, Convention and Visitors Bureau, etc.). These members are non-voting members.
- (11) Emeritus Members**
This type of membership is available to recognize members who have made significant contributions to the Commission and who are unable for any reason to continue as active members. These members are non-voting members and are not obligated to attend meetings.

ARTICLE IV
Conflicts of Interest and Code of Ethics

(1) Conflicts of Interest Policy

- (a) If a member, agent, or employee of the Commission has a conflict of interest in any transaction involving the selection, award, or administration of historic preservation funds, historic preservation grants, or museum grants, he or she may not participate in a vote, discussion, or decision about the matter.
- (b) A person has a conflict of interest in such a transaction if a financial benefit as a result of such a transaction is likely to be received by any of the following:
 - (1) the person;
 - (2) any member of the person's immediately family, which includes spouse and any minor children;
 - (3) a business partner of the person; or
 - (4) any organization for profit in which the person or any persons of paragraphs (2) and (3), of this subsection is serving or is about to serve as an officer, director, trustee, partner, or employee.
- (c) A financial benefit includes, but is not limited to, grant money, contract, subcontract, royalty, Commission, contingency, brokerage fee, gratuity, favor, or any other thing of monetary value.

ARTICLE V
Commission Meetings

(1) Open Meetings

Meetings shall be open to the general public, and shall be conducted in accordance with the open meetings law, Texas Government Code Chapter 551.

(2) Place of Board Meetings

Meetings of the Commission will be held at the Conroe Chamber of Commerce or at any other place that the Chairperson may designate.

(3) Regular and Special Meetings

Regular meetings of the Commission shall be held at least four times each year, or more frequently as deemed necessary by the Commission. Special Meetings may be called by the Chairperson or any three members.

(4) Notice of Board Meetings

Written notice of the date, time, place and subject of each meeting must be posted in a place readily accessible to the general public in the county courthouse at all times for at least 72 hours before the scheduled time of the meeting, except when there is an emergency or urgent public necessity as provided by Texas Government Code Section 551.045.

(5) Quorum

A majority of the incumbent Members (not counting vacancies) shall constitute a quorum for the purposes of convening a meeting or conducting business. At Board meetings where a quorum is present, a majority vote of the Executive Committee attending shall constitute an act of the Commission unless a greater number is required by the Certificate of Formation or by any provision of these bylaws.

(6) Voting and Proxy

When it is necessary to vote on any matter before the Board, members shall be present in person to vote, provided that with reasonable notice to the Board Chairperson, a Member may attend any meeting and vote by electronic means as provided in these Bylaws. Proxy voting is not permitted.

(7) Electronic Conference Call

A meeting of the Commission may only be held by telephone conference call if an emergency or public necessity exists within the meaning of Section 551.045 of the Texas Government Code and the convening at one location of a quorum of the governmental body is difficult or impossible.

The telephone conference call meeting is subject to the notice requirements applicable to other meetings; notice of the telephone conference call meeting must specify as the location of the meeting the location where meetings of the governmental body are usually held. Each part of the telephone conference call meeting that is required to be open to the public shall be audible to the public at the location specified in the notice of the meeting as the location of the meeting and shall be tape-recorded. The tape recording shall be made available to the public. The location designated in the notice as the location of the meeting shall provide two-way communication during the entire telephone conference call meeting and the identification of each party to the telephone conference shall be clearly stated prior to speaking.

(8) Minutes

The Commission shall prepare and keep minutes or make a tape recording of each open meeting of the Commission. The minutes must state the subject of each deliberation and indicate each vote, order, decision, or other action taken.

(9) Recording of Meeting by Person in Attendance

A person in attendance may record all or any part of an open meeting of the Commission by means of a tape recorder, video camera, or other means of aural or visual reproduction. The Commission may adopt reasonable rules to maintain order at a meeting, including rules relating to the location of recording equipment and the manner in which the recording is conducted. Such rules may not prevent or unreasonably impair a person from exercising their right to record the meeting.

ARTICLE VI

Officers

(1) Roster of Officers

The Commission shall have a Chairperson, Vice Chairperson, Treasurer, and Secretary. The Commission may have, at its discretion, such other officers as may be appointed by the Members of the Commission. One person may hold two or more offices, except those serving as Chairperson or Secretary.

(2) Election and Removal of Officers

With the exception of the Chairperson who is appointed by the County judge and approved by the Commissioners Court, all officers shall serve one-year terms. The election shall be conducted at the first meeting of the fiscal year and following the appointment of the new Members filling expired terms, or as soon as practical thereafter. Officers shall remain in office until their successors have been selected. Officers may serve consecutive terms without limit. The election of officers shall be by majority vote of the Members of the Commission attending the meeting.

(3) Vacancies

If a vacancy occurs during the term of office for any elected officer, the Members of the Commission shall elect a new officer to fill the remainder of the term as soon as practical, by majority vote of Members present.

(4) Chairperson

The Chairperson will supervise and control the affairs of the Commission and shall exercise such supervisory powers as may be given him/her by the Members of the Commission. The Chairperson will perform all duties incident to such office and such other duties as may be provided in these bylaws or as may be prescribed from time to time by the Commission. The Chairperson shall preside at all meetings and shall exercise parliamentary control in accordance with Robert's Rules of Order.

(5) Vice Chairperson

The Vice Chairperson shall act in place of the Chairperson in the event of the Chairperson's absence, inability, or refusal to act, and shall exercise and discharge such other duties as may be required by the Commission. The Vice Chairperson shall serve as the parliamentarian and interpret any ambiguities of the bylaws

(6) Treasurer

The Treasurer will have charge and custody of all funds of the Commission, will oversee and supervise the financial business of the Commission, will render reports and accountings to the County Auditor and Commission Officers as required by the Executive Committee, and will perform in general all duties incident to the office of Treasurer and such other duties as may be required by law or by these bylaws, or which may be assigned from time to time by the Executive Committee.

- (7) **Secretary**
The Secretary will perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Certificate of Formation, or by these bylaws. The Secretary shall attest to and keep the bylaws and other legal records of the Commission, or copies thereof, at the principal office of the Commission. The Secretary shall take or ensure that someone takes minutes of all meetings of the committees and Commission, and shall keep copies of all minutes at the principal office of the Commission.
- (8) **Records**
All elected officers and committee chairpersons shall relinquish their records to the Chairperson immediately upon the completion of their term of office or completion of their term of office or completion of a project.
- (9) **Resignation**
An officer may resign the office while not resigning membership from the Commission, by submitting a letter to the Chairperson. Vacancies occurring in any office other than the Chairperson shall be appointed for the remainder of the term by the Chairperson.

ARTICLE VII

Committees

- (1) **Chairperson**
The Chairperson of the Commission shall appoint committee chairpersons, standing committees, and such ad hoc committees as may be necessary to perform the work of the Commission.
- (2) **Standing Committees**
These include the Executive Committee, History Appreciation Committee, Research and Marker Committee, Publicity Committee, and Finance and Budget Committee.

ARTICLE VIII

Duties

- (1) **Resource Identification**
The Commission should survey the county to determine the existence of historic buildings and other historical and archeological sites, private archeological collections, important endangered properties, or other historical features; report the data collected in the survey to the Commissioners Court and the Texas Historical Commission; develop and maintain an inventory of surveyed properties and districts in accordance with the standards established by the Texas Historical Commission; establish a system for the

periodic review and assessment of the condition of designated properties in the county; and report the results of the review and assessment to the Texas Historical Commission.

(2) Education

The Commission should strive to create countywide awareness and appreciation of historic preservation and its benefits and uses.

(3) Reports and Recommendations

The Commission shall make an annual report of its activities and recommendations to the Commissioners Court and to the Texas Historical Commission before the end of each calendar year. The Commission may make as many other reports and recommendations as it sees fit.

The Commission shall make recommendations to the Commissioners Court and to the Texas Historical Commission concerning the acquisition and designation of real or personal property that is of historical or archeological significance.

The Commissioners Court shall provide to the Texas Historical Commission a list of appointed members and the mailing address of each member.

(4) Resource Interpretation

The Commission shall review applications for Official Texas Historical Markers to determine the accuracy, appropriateness, and completeness of the application.

The Commission should establish a system for periodic review, assessment, and maintenance of Official Texas Historical Markers in the county. The Commission should work to promote historic and cultural sites in the county to develop and sustain heritage tourism.

(5) Planning

The Commission should work in partnership with other preservation entities in the county to prepare a plan for the preservation of the county's historic and cultural resources. The Commission should use the Texas Historical Commission's statewide preservation plan for guidance.

(6) Museums

The Commission may operate and manage any museum owned or leased by the county; acquire artifacts and other museum collections in the name of the museum or Commission; and supervise any employees hired by the Commissioners Court to operate the museum. In operating museums, the Commission shall adhere to professional standards in the care, collection, management, and interpretation of artifacts.

(7) Leadership and Training

The Commission, with assistance from the Texas Historical Commission, shall carry out board and volunteer training.

All members of the Commission shall have two hours of formal training on the Open Meetings Act and the Texas Public Information Act within 90 days of taking office. Certificates of completion shall be filed in the office of County Judge.

- (8) The Commission should strive to be represented at informational or educational meetings sponsored by the Texas Historical Commission at least twice a year.

ARTICLE IX

Rules of Procedure

The proceedings and business of the Commission shall be governed by Robert's Rules of Order unless otherwise provided herein.

ARTICLE X

Operations

(1) Execution of Documents

Unless specifically authorized by the Commission or as otherwise required by law, all final contracts, deeds, conveyances, leases, promissory notes, or legal written instruments executed in the name of and on behalf of the Commission shall be signed and executed by the Chairperson and one other officer (or such other person designated by the Commission), pursuant to the general authorization of the Commission. All conveyances of land by deed shall be signed by the Chairperson or two other members of the Executive Committee and must be approved by a resolution of the Commissioners Court

(3) Budget

The proposed budget for the ensuing year shall be prepared by the Treasurer in a manner set by Commissioners Court. The budget shall be presented to the County Judge and Commissioners Court for approval.

(4) Disbursement of Funds

Financial Transactions which have a value of \$500.00 or more shall require majority approval of the Commission or Executive Committee if a majority of the Commission is not immediately available to vote on the transaction. In all other transactions, the Chairperson may dispense with the funds of the Commission in accordance with the annual budget approved by the Commission and the purposes of the Commission as set out in these bylaws. Notwithstanding the above, all checks disbursing funds from any of the Commission's accounts shall require the approval of the County Auditor and the Commissioners Court.

County as Fiscal Depository for Funds

As a branch of county government, any and all funds utilized by the Historical Commission must be deposited with the County Auditor. The funds will be placed in a special Historical Commission account and county fiscal procedures will be followed, including any and all reports and documentation. As such, the chief source of funding is direct allocations from the Commissioners Court. Only funds authorized in the budget shall be expended. All other requests for funding require Commissioners Court approval.

(5) Fiscal and Human Resources

The Commissioners Court may pay the necessary expenses of the Commission.

The Commissioners Court may make agreements with governmental agencies or private organizations and may appropriate funds from the general fund of the county for the purpose of:

- (1) erecting historical markers and monuments;
- (2) purchasing objects and collections of objects that are historically significant to the county;
- (3) preparing, publishing, and disseminating, by sale or otherwise, a history of the county;
- (4) hiring professional staff and consultants;
- (5) providing matching funds for grants; and
- (6) funding other programs or activities as suggested by the Texas Historical Commission and the Commissioners court.

The Texas Historical Commission may make grants available to the Commission, subject to the budgetary authority and approval of the Commissioners Court, to carry out the purposes of the Commission.

(6) Receipt of Gifts

The Commission shall be authorized to accept gifts of money and other property to further its preservation goals, and for any use in the furtherance of its lawful purposes in accordance with the Texas Local Government Code and the guidelines set by the Historical Commission.

(7) Nonprofits

If the Commission is affiliated with a nonprofit organization, a Memorandum of Understanding (MOU) should be established defining the relationship and the role of each organization. The MOU must be approved by the County Commissioners Court.

(8) Records

The Commission will keep correct and complete records of account and will also keep minutes of the proceedings of the Commission meetings and Committees. The Commission will keep at its principal place of business, the county clerk's office, or a safe place designated by the Commissioners Court the original or a copy of its records,

All elected officers and committee chairpersons shall relinquish their records to the Chairperson, immediately upon the completion of their term of office or completion of a project.

The minutes and tape recordings of an open meeting are public records and shall be available for public inspection and copying on request to the Commission's Chairperson or the Chairperson's designee.

The bylaws may be amended at any time by a vote of a majority of Members at a meeting where a quorum is present.

I hereby certify that these bylaws were adopted by the membership of the **Montgomery County Historical Commission** at its meeting held on the _____ day of **June, 2012**.

Date _____

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